

Minutes of the 2015 Annual General Meeting of Shareholders  
of  
PTT Public Company Limited

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**Date, time and place of the Meeting**

The 2015 Annual General Meeting of Shareholders (the “**Meeting**”) was held on Thursday 9 April 2015, at 09.30 a.m., at EH 106, First Floor, Bangkok International Trade & Exhibition Centre (BITEC), 88 Bang Na-Trad Road (Km. 1), Bang Na, Bangkok.

**Before the Meeting**

PTT Public Company Limited (“**PTT**”) presented a safety instruction video and asked the shareholders to cooperate in turning off their mobile phones.

**Beginning of the Meeting**

At the register book closing date when the transfer of shares was suspended in order to determine shareholders who were entitled to participate in the Meeting and to receive dividends, PTT had paid up capital of Baht 28,562,996,250, which was represented by 2,856,299,625 issued ordinary shares with a par value of Baht 10. When the Meeting started, a total of 3,942 shareholders and proxies were present, comprising 1,305 shareholders attending the Meeting in person and 2,637 shareholders by proxy, representing a total of 2,360,177,057 shares, equivalent to 82.63 percent, which was more than one-third of the total issued shares of PTT. A quorum was thus constituted according to PTT’s Articles of Association. The registration of shareholders attending the Meeting continued.

Mr. Piyasvasti Amranand, Chairman of PTT’s Board of Directors, presided as Chairman of the Meeting and declared the Meeting duly convened. He informed the Meeting that PTT welcomed all shareholders to the Meeting and this is the 14<sup>th</sup> year since PTT was listed on the Stock Exchange of Thailand (the “**SET**”) on 6 December 2001. He informed the Meeting that PTT would like to thank all shareholders for their continued patronage and reiterated PTT’s commitment to be an organization with an integrated energy business operation and Thailand’s leading energy company with good governance, transparency and accountability, while enhancing its operational performance and increasing its competitive capabilities for the utmost benefit of the shareholders and all stakeholders in a balanced manner.

The Chairman then introduced the 16 directors and executive officers present at the Meeting and on the stage as follows:

(Translation)

### **Directors**

- |     |                               |   |
|-----|-------------------------------|---|
| 1.  | Mr. Piyasvasti Amranand       | Chairman of Board of Directors / Independent Director   |
| 2.  | Mr. Kittipong Kittayarak      | Independent Director / Chairman of the Audit Committee  |
| 3.  | Mr. Rungson Sriworasat        | Director / Chairman of the Remuneration Committee   |
| 4.  | Mr. Prasert Bunsumpun         | Director / Member of the Enterprise Risk Management Committee   |
| 5.  | Mrs. Nuntawan Sakuntanaga     | Independent Director / Member of the Audit Committee  |
| 6.  | Mr. Chanvit Amatamatucharti   | Independent Director / Member of the Remuneration Committee / Chairman of the Enterprise Risk Management Committee                                |
| 7.  | Mr. Areepong Bhoocha-oom      | Director  |
| 8.  | Mr. Watcharakiti Watcharothai | Independent Director / Chairman of the Nomination Committee / Member of the Remuneration Committee / Member of the Corporate Governance Committee |
| 9.  | AM Boonsuib Prasit            | Independent Director / Member of the Nomination Committee   |
| 10. | Mr. Vichai Assarasakorn       | Independent Director / Member of the Audit Committee  |
| 11. | Mr. Don Wasantapruerk         | Independent Director / Member of the Corporate Governance Committee   |
| 12. | Mr. Pailin Chuchottaworn      | Director and Secretary to the Board of Directors / Member of the Nomination Committee / President & Chief Executive Officer                       |

There was one director, Gen. Chatchalerm Chalermasukh, who was on an official business trip overseas.

### **Executive Officers**

- |    |                           |  |
|----|---------------------------|--|
| 1. | Mr. Surong Bulakul        | Chief Operating Officer, Infrastructure Group                      |
| 2. | Mr. Nuttachat Charuchinda | Chief Operating Officer, Upstream Petroleum and Gas Business Group |
| 3. | Mr. Sarun Rungkasiri      | Chief Operating Officer, Downstream Petroleum Business Group       |
| 4. | Mr. Wirat Uanarumit       | Chief Financial Officer  |

In addition, there were other executive officers in front of the stage at the level of Senior Executive Vice Presidents, Executive Vice Presidents and executive officers from the PTT Group who were prepared to provide further clarification and information in the event that any relevant questions were asked. The Independent Directors would also act as proxies for the minority shareholders.

### **PTT's Auditors and Legal Advisors present at the Meeting**

The Chairman introduced the three representatives from the Office of the Auditor General of Thailand, being PTT's auditors i.e. (1) Miss Mayuree Chantamart; (2) Miss Kulpramoj Adisralak ; and (3) Miss Jarawat Prueksa-suay. The Chairman also introduced the 3 legal advisors who were acting as independent parties i.e. (1) Miss Peangpanor Boonklum; from Weerawong, Chinnavat & Peangpanor Ltd.; (2) Mr. Sathaporn Jumsuk; and (3) Mr. Gun Vasharakorn from South Asia Law Ltd., to act as voting inspectors. After introducing the three legal advisors, Mr. Teerasak Petchpaibool, a legal advisor from Weerawong, Chinnavat & Peangpanor Ltd., also attended the Meeting.

The Chairman informed the Meeting that PTT had published the documents used at this Meeting on the Company's website and reported the same to the Stock Exchange of Thailand on 6 March 2015. In addition, PTT posted the announcement on its website inviting the shareholders to propose matters they deemed important and appropriate to be included in the meeting agenda in the 2015 Annual General Meeting and to nominate persons whose qualifications met the criteria prescribed by the Company to be elected as directors during the period from 1 October 2014 to 31 December 2014. However, no shareholder proposed any agenda item nor nominated any person in accordance with the prescribed criteria.

PTT has continuously implemented processes in managing and reducing greenhouse gas emission, which is a cause of global warming, under the Green Roadmap Strategy. The significant projects which have been implemented are the energy consumption management and the reduction of leakages of methane in its business operations, as well as the sustainable reforestation project. PTT has registered in the Thailand Voluntary Emission Reduction Program (T-VER) with an aim to reduce more than 5,000 tons of carbon dioxide equivalents (equivalent to 5,000 trees absorbing carbon dioxide over their life-time or reforestation of more than 3,000 rai). Therefore, PTT would like to encourage organizing green meetings, raise the shareholders' awareness in the efficient use of resources, and join hands with PTT's Group efforts in its greenhouse gas emission reduction and the campaign for banning the use of foam food- containers.

To ensure that the Meeting be carried out smoothly, the Chairman asked the Company Secretary, Mrs. Wantanee Jaruke, to explain the procedures for the Meeting.

Mrs. Wantanee Jaruke, the Company Secretary, explained the vote-counting procedures for each agenda item to the shareholders as follows:

- A shareholder would have the number of votes equivalent to the number of shares he/she or a proxy grantor holds. A shareholder might cast votes of approval, disapproval or

abstention on each agenda item equivalent to the number of shares he/she or a proxy grantor held, using the ballot received at the registration.

- In vote-counting, only the votes of disapproval and abstention in each agenda item would be counted by way of a raising of hands to signify to the Meeting staff to collect their ballots. Such disapproved or abstained votes would then be deducted from the total number of votes of shareholders present at the Meeting and the remaining number would be treated as votes for approval of that agenda item. If the majority of the votes cast for approval were in accordance with PTT's Article of Association regarding voting, it shall be deemed that the Meeting agreed or approved that agenda item, with the exception of agenda item 3, the election of directors to replace the retiring directors whereby the shareholders would be asked to cast their votes for each candidate on an individual basis by collecting the disapproval or abstention ballots first, followed by all the approval ballots, in compliance with the best practice in convening a shareholders' meeting. A shareholder who wished to leave early or was absent during any agenda item might exercise his/her right by handing in their ballots in advance to the staff stationed at his/her respective row.

- Notwithstanding the foregoing, before casting a vote for each agenda item, the Chairman would give an opportunity for the shareholders to ask questions relevant to that agenda item as appropriate. A shareholder who wished to ask a question was requested to stand at the microphone and raise his/her hand. Upon permission from the Chairman, the shareholder would be asked to state his/her name and surname before asking questions or giving an opinion every time. Questions or opinions should be precise and relevant to the agenda item being considered in order that other shareholders would also have an opportunity to exercise their right and that the Meeting would be conducted within the time frame. If a shareholder had any question irrelevant to the agenda item being considered, the Chairman might request that shareholder to ask such question during the consideration of the agenda item in respect of any other matters at the end of the Meeting.

- Furthermore, in the case of any question in English, PTT had arranged for interpreters to handle the translation of questions/suggestions into the Thai language. The Directors/Executive Officers would answer such question in the Thai language first, in order for the shareholders attending the Meeting to be able to understand, and the answer would be translated into the English language for the shareholder who asked the question or made the suggestion.

In addition, after the Meeting PTT would ask every shareholder return the ballots to the staff for reference purposes. The shareholders were requested to fill out the questionnaire distributed to them at the registration and return it to the staff at the exit so that the information could be used for the improvement of subsequent meetings. Mrs. Wantanee Jaruke, the Company Secretary, then asked the Chairman to proceed with the Meeting.

The Chairman asked the Meeting to consider the matters comprising seven agenda items as follows:

(Translation)

**Agenda Item 1**

To approve the 2014 performance statement and the 2014 financial statement, year-end on 31 December 2014.

**The Chairman**

- PTT had sent the 2014 Annual Report, the 2014 Financial Statement, and the 2014 Sustainability Report to the shareholders in advance.
- Before Mr. Pailin Chuchottaworn, the President & CEO, would report the summary of the 2014 operating results and other important information, the shareholders were invited to view the video presentation of the summary of the operating results, after which the shareholders would be granted an opportunity to request further information.

(The video presentation played for about seven minutes.)

**President & CEO**

The 2014 operating results of PTT and its subsidiaries can be compared with those of 2013 as follows:

- Sales revenue of Baht 2.8 trillion, a slight decrease from 2013 of 0.3 percent.
- Earnings before finance costs, income taxes, depreciation and amortization including other Non-Operating Income and Expenses or EBITDA was Baht 251,025 million, 10 percent increase from 2013.
- Total net income of Baht 55,795 million, 40 percent decrease from 2013 of which:
  - : 71 percent or Baht 39,347 million was attributable to PTT's operation as follows:
    - The performance of the Gas Business Unit had improved due to the average product selling prices having increased in relation to the reference petrochemical prices and the Thai Baht depreciation against the US dollar. In addition, the sales volume increased as PTT's Gas Separation Plant Unit 5 had resumed its normal production whereas the operating results of the Oil Business Unit and the International Trading Business Unit had declined.
    - : The remaining 29 percent or Baht 16,448 million was attributable to the operating results of the companies in the PTT Group, calculated according to the shareholding percentage as follows:
      - In the fourth quarter, PTT and its subsidiaries recognized the loss of impairment of assets of PTT Group of Baht 36,707 million and the operating results of its affiliates generally declined due to:

(Translation)

(1.) PTTEP having been affected by the decrease in oil prices and recognized the loss of impairment of the assets of the PTTEP Australasia Project and the Mariana Oil Sands Project. In addition, the depreciation and amortization increased in relation to the increase in the production volume and completed assets.

(2.) Petrochemical and Refining Business Unit

- : The operating results of the associated companies in the Aromatics Group showed a decline due to the decrease of the spread margin of Paraxylene (PX) and Benzene, coupled with the emergency shutdown of the Aromatics Complex and the planned shutdown of the Aromatics Complex in the third quarter and the fourth quarter of 2014, while the operating results of the Olefins Group had improved due to the spread margin of Olefins and derivatives had increased due to the increase in the market demand.
- : The Gross Refining Margin (GRM) of the Refining Business Unit decreased, which was partly attributable to the loss on oil stock in 2014 against the gain on stock loss in the previous year due to the decline in oil price from the third quarter of 2014. Additionally, there were major turnarounds in all refineries of the PTT Group in 2014.
- In 2014, PTT and its subsidiaries' gain on foreign exchange rates was Baht 11,156 million, an increase from the previous year in which there was a loss on exchange rates of Baht 210 million. Income tax was Baht 41,029 million, decreased by Baht 6,620 million from 2013. Notwithstanding the foregoing, the total loss of the impairment of assets in 2014 was Baht 36,707 million, mainly attributable to PTTEP's recognition of the loss of the impairment of assets of Baht 32,796 million and PTTGE's (a subsidiary of PTT engaging in the palm oil business) recognition of the loss of the impairment of the operating assets of Baht 2,816 million. As a result, the net earnings of PTT and its subsidiaries in 2014 had decreased.
- The financial position as at 31 December 2014 was as follows
  - : The total assets of PTT and its subsidiaries were Baht 1.78 trillion, a decrease of 1 percent from 2013. The decrease was mainly attributable to the following:

(Translation)

- : The current assets of Baht 491,963 million, a decrease by six percent due to a decrease in trade accounts receivable of Baht 98,321 million, resulted mainly from the decline in the sales volume and selling prices in the international trading business in line with the global oil price.
- : Other assets of Baht 566,881 million, an increase by 5 percent as a result of an increase in PTTEP's goodwill and assets in resources exploration and valuation from the exchange of properties in the petroleum fields of the Mariana Oil Sands Project and the acquisition of the subsidiary of Hess Corporation despite a certain decrease of assets from the recognition of the loss of the impairment of the Mariana Oil Sands Project.
- : Property, plant, and equipment of Baht 720,335 million, a decrease of 3 percent, which was primarily attributable to the following:
  - The petroleum exploration and production assets of PTTEP had decreased due to the exchange of assets of the petroleum fields of Mariana Oil Sands Project with Statoil Canada Limited and the recognition of the loss of the impairment of the PTTEP Australasia Project net with an increase in the assets during 2014 as a result of the acquisition of the subsidiary of Hess Corporation by PTTEP.
- : Total liabilities of Baht 911,837 million, a decrease of 7 percent, which was attributable to the following:
  - Other current liabilities decreased by Baht 78,847 million, which was primarily attributable to a decrease in trade accounts payable in the International Trade Unit in line with the decline in purchasing volume and prices.
  - Long-term loan of Baht 453,484 million (including the current portion of long term loan), which was primarily attributable to the payment of foreign currency debentures and Baht-denominated debentures of PTT and PTTEP, respectively.
- : Shareholder's equity of Baht 867,342 million, an increase by 5 percent from 2013, which was mainly attributable to the increase of the 2014 net earnings and PTTEP's offering of the subordinated capital debentures of Baht 32,207 million.
- With respect to PTT's financial structure, the financial structure became more stable than the previous year as follows:

(Translation)

- : The net debt to equity ratio was 0.3 to 1, an improvement from 0.4 to 1 in 2013, which was better than PTT's limit, i.e. not exceeding one;
  - : The net debt to EBITDA ratio was 1.0, an improvement from 1.4 in 2013, i.e. not exceeding two as specified by PTT.
  - : The interest coverage was 13.6, an improvement from 10.5 in 2013.
- In addition to the operating results reported to the shareholders, PTT has an investment plan for the next five years (2015-2019) in the total amount of Baht 298,700 million giving emphasis to enhancing national energy security. The fund would be used mainly for the construction of natural gas transmission facilities, as well as LNG terminals for the import of LNG for use as a national energy source.

**Chairman**

Informed the shareholders as follows: after the review of the 2014 operating results of PTT, as well as the annual report and the financial statement circulated in advance along with the Notice of this Meeting, and followed by the video presentation on "Summary of the 2014 Operating Results" and the brief summary of additional information presented. The Chairman then asked the Meeting to consider and certify PTT's 2014 results of operations, acknowledge the future plan, consider and approve the financial statements for the year ending 31 December 2014 and the auditor's report appropriately certified in accordance with generally-accepted accounting principles, as detailed in the annual report and the financial report. The Chairman then asked whether the shareholders had any questions or comments. The questions and comments are summarized as follows:

**Mr. Ritthichai  
Yibcharoenporn,**  
a shareholder

asked questions and gave an opinion as follows:

1. What contribution margin did PTT derive from its International Trading Business Unit in the fourth quarter?
2. In comparing PTT's operating results with other leading international trading companies, at what level would PTT be rated? What was PTT's strategic plan in the Contango situation or the situation in which the futures price was above the spot price?
3. PTT should prudently consider making long-term investment as lower oil prices presented investment opportunities by means of acquiring businesses overseas.

**Mr. Picharn Sukparangsi,**  
a shareholder

asked the following questions:

(Translation)

1. Why there was no agenda item for certifying the minutes of the last year shareholders' meeting?
2. Why was the salary of the President & CEO extremely high, up to Baht 4,000,000?
3. Why was the Regional Treasury Center not incorporated in Thailand? Consultation should be sought from the Ministry of Finance on amending the rules in order that an international headquarters could be incorporated in Thailand.

**Asst. Prof. Wiwatchai  
Kulamard**, a proxy

asked questions and gave an opinion as follows:

1. With respect to the 21<sup>st</sup> round of petroleum concession bidding, PTT's Management and PTT Exploration and Production Public Company Limited should collaborate with the Defence Energy Department in order that the Defence Energy Department could be able to participate in the bidding and the energy source would then be owned by the Thai people and the profit derived from the operation would return to the country.
2. The proxy holder expressed his appreciation of the work and vision of the Chairman and President & CEO and their commitments for the sake of the country.
3. A research into drilling and exploration of energy sources with a view to increase income for the country should be jointly conducted with educational institutions.
4. PTT should consider suspending its investment in projects overseas such as in Indonesia, the Philippines, Laos, Oman and increasing the return to its shareholders instead.

**President & CEO**

explained as follows:

1. The EBITDA of the International Trade Business Unit in 2014 declined by approximately 6 percent due to the decline in the trading volume. In addition, the oil price decreased by proximately 50 percent in the second half of 2014. Therefore, the forward curve would be described as Contango. But with the price having continuously decreased, analysts throughout the world were unable to determine how low the price would fall. Therefore, what PTT had done was to conduct its business prudently, and did not have a policy to engage in the international trading business by speculation, and gave an emphasis to risk management in order to prevent any damage arising out of the volatility of the oil prices. As for the operating result of the

(Translation)

International Trading Business Unit, the operating result was comparable to that of other leading companies engaged in the same type of business.

2. The President & CEO agreed with the shareholders that it was a good opportunity to invest and acquire businesses during the decline in oil prices. Notwithstanding the foregoing, PTT had not invested in any mega-projects while the oil prices were soaring.
3. The consideration of the salary of the President & CEO was at the discretion of the Remuneration Committee and was not considered extremely high as the shareholders might think.
4. PTT's Regional Treasury Center was established in Singapore for the purpose of the management of the foreign currency cash flow of PTT's group.
5. The 21<sup>st</sup> round of petroleum concession bidding was subject to government policy. However, energy supply sources in the country, both gas and oil, had become more limited, therefore it was necessary for PTTEP to expand its exploration efforts overseas.
6. PTT has been currently collaborating with the Defence Energy Department.

**Mr. Weera Chaimanowong,**  
a shareholder asked why no agenda item regarding the certification of the minutes of the previous annual general meeting of shareholders had been included.

**President & CEO** explained that PTT and PTT Group had established a standard in this respect, whereby a copy of the minutes of each annual general meeting was sent to the shareholders for consideration, and if the shareholders did not request any amendments to be made or did not raise any objections within one month, it shall be deemed that the shareholders had duly certified the minutes.

**Mr. Weera Chaimanowong,**  
a shareholder asked what was PTT's future plan regarding its Coal Business Unit, given that the operating results thereof show a continuous loss.

**Mr. Athiwat Phattanachai puwanont,**  
a shareholder asked how PTT planned to improve the operating results of some of its business units, such as the coal, petrochemicals and refining business units.

**Chairman** explained that coal was one of the world's major fuel resources. Despite the fact that the coal price was currently in decline and such decline had a negative impact on PTT's operating results, in principle, PTT should continue operating its coal business. In the short term, PTT's management has to exercise caution

(Translation)

in managing and reducing expenses. Notwithstanding the foregoing, in the long term, the price of coal should increase. Coal would still remain the country's major source of fuel. He also asked the Chief Operating Officer, Infrastructure Group to give clarifications with respect to this matter to the shareholders.

**Chief Operating Officer,  
Infrastructure Group**

explained as follows:

1. The coal extracted from PTT's mines in Indonesia was of high quality, and there was a market demand for such coal. At present, 10 million tons of coal was mined each year. According to the operating results, the profits and revenue derived from this business was deemed to be appropriate. Even though the price of coal was relatively static at this time, it was likely that the price would increase. Furthermore, coal would strengthen the national energy security and would be in high demand in the future.
2. The operating results of the Petrochemical Business Unit and the Refining Business Unit are dependent on the margin. PTT may face certain difficulties with respect to the Refining Business Unit because it was obligated by law to allocate up to 6 percent of oil as a reserve. If the oil price decreased, this may cause a "stock loss" (loss incurred by the oil price purchased and reserved for distribution). However, if the oil price increased, the operating results would improve. The operating results of the Petrochemicals Business Unit were deemed to be good.

**Mr. Ritthichai  
Yibcharoenporn,**  
a shareholder

asked the following questions:

1. What measures would PTT take in managing a Contango market in order to make profits?
2. What were the volumes of natural gas sold to the transportation, industry and power sectors, respectively, and were the selling prices different for each sector?
3. What investment strategies would PTT use in order to adhere to the Big-Long-Strong Policy?

**President & CEO**

explained that PTT had no policy on speculating in profits from international trading. PTT engaged in the trading business. He asked the Chief Operating Officer of the Upstream Petroleum and Gas Business Group to give a clarification on the natural gas business to the shareholders.

Chief Operating Officer,  
Upstream Petroleum and Gas  
Business Group

explained as follows: 59 percent of natural gas was sold to the power sector, 14 percent was sold to the industry sector, and 7 percent was sold to the transportation sector. The remaining amount was then used as raw materials for PTT's own gas separation plants. In this regard, the selling price applicable to the power sector was under the administration of the Energy Regulatory Commission. The selling price applicable to the industry sector was based on the selling price of other types of fuel, and the selling price applicable to the transportation sector was under control. In particular, the price of NGV was still lower than its actual cost. The current price of NGV was Baht 13 per kilogram.

**President & CEO**

explained that, with respect to its investment strategy, PTT primarily focused on investments which would enhance national energy security by means of investing in infrastructure projects such as gas transmission pipelines, oil transmission pipelines, and constructing terminals in various regions in Thailand. As its next step, PTT would consider investing in projects which created economic wealth in order to generate returns to its shareholders, and to ultimately build up corporate sustainability.

**Asst. Prof. Wiwatchai  
Kulamard**, a proxy

proposed that PTT cancel the implementation of the Project on Diesel for Fishermen in the Contiguous Zone (Green Oil Project), as this project may give rise to channels for illegal oil trading. He was of the opinion that all operators should be entitled to equal rights.

**Chairman**

Explained that the Green Oil Project is government policy and requested Mr. Areepong Bhoocha-Oom, the Permanent-Secretary of the Ministry of Energy, to consider and conduct investigations in this regard.

**Mr. Ritthichai  
Yibcharoenporn**,  
a shareholder

commented that trading in a contango market is not deemed to be speculation, and suggested that PTT re-consider this matter.

**Chairman**

stated that he would take the observations of the shareholders into consideration for further action.

**Mr. Pitak Netpetchrachai**,  
a shareholder

asked and commented as follows:

1. What was the progress on and results of the energy reform?
2. What preventive measures were in place in the event of severe storms, which affect the operation of PTTEP's oil rigs?
3. He asked the Chairman to participate in a television program with the parties opposed the energy reform so that the public would be informed of the facts.

(Translation)

4. What were the results of the matter relating to the return of the offshore gas pipelines?

**Chairman**

explained as follows:

1. The government had exerted continuous efforts to reform the energy sector, such as by adjusting the pricing structure in order to resolve the issue regarding the debt owed by the oil fund. The issue of concern was the delay of the 21<sup>st</sup> round of petroleum concession bidding and the next steps to be taken considering that the current petroleum concession would expire within the next seven years and that the country's sources of energy would soon be depleted.
2. He thanked the shareholder for his suggestion regarding participation in a television program.
3. With respect to PTT's offshore gas pipelines, the Supreme Administrative Court had issued several judgment and orders. The latest one, the Supreme Administrative Court had upheld the order of the Central Administrative Court in not accepting the complaint for consideration due to the fact that the Supreme Administrative Court had previously issued a judgment and order regarding PTT's privatization case, whereby PTT was required to separate and transfer the assets to the Ministry of Finance in accordance with the ruling. The complainant had no right to submit the same issue to the court for re-consideration. The said Supreme Administrative Court judgment in this case was, therefore, final.

**Mr. Pichien Amnart-  
voraprasert**, a shareholder

asked the following questions:

1. What were PTT's and the PTT Group's budget for and policy on foreign investment during the global oil price decline? In particular, how did PTTEP intend to seek sources of energy overseas in order to ensure the shareholders that the returns on investment would be worthwhile?
2. What approach would PTT undertake in order to improve its operating results?
3. If the 21<sup>st</sup> round of petroleum concession bidding continued to be postponed, how, from PTT's point of view, should this issue be resolved?
4. What steps had PTT taken in preparation for the implementation of the Electric Vehicles Policy in the next 3 – 5 years?
5. What was PTT's policy on promoting the solar rooftop project?

- Mr. Picharn Sukparangsi,**  
a shareholder
- commented that PTT should consider separating the work of the regulators and from that of the operators.
- Mr. Athiwat Phattanachaipuwant,**  
a shareholder
- asked whether, in relation to PTT's business strategy, it was necessary for PTT to operate Jiffy stores at all of its service stations.
- Chairman**
- requested the President & CEO to clarify to the shareholders the investment scrutinization process which had been made concise in order to avoid the problems that PTT had encountered in the past.
- President & CEO**
- explained as follows:
1. It was impractical for the Company to build structures for protecting PTTEP's operations at offshore platforms from severe storms because the platforms were located approximately 200-300 km off shore. Therefore, in the event of a storm, all production had to be stopped and the employees had to be evacuated to shore.
  2. PTT had developed a procedure for analyzing and making investment decisions strictly by establishing its Investment Regulations while taking the most appropriate strategies (strategic fit approach) into consideration. PTT had also implemented a post investment audit system for use in determining any problems concerning its projects as well as the amount of profits that must be generated from such projects in order to ensure that PTT's investments were cautious and reasonable.
  3. The PTT Research & Technology Institute (PTT RTI) had undertaken research and development projects on electric vehicles. It has carried out studies on electric vehicle charging plugs of good standard and installed electric vehicle charges to accommodate research conducted at the service station located on Chaiyaphruek Road. PTT would participate in a U.S.-based research project on a new type of battery for electric vehicles in the future. If the price of the batteries decreased, electricity vehicles would become a substitute for regular vehicles as a means of transportation.
  4. PTT had taken steps in supporting the Ministry of Energy's solar rooftop initiatives. PTT has installed solar panels on the front façade of its principal office and on the rooftop of the service station located on Chaiyaphruek Road in order to reduce the consumption of electrical energy, and also planned to install more solar panels in the future.

(Translation)

5. Jiffy stores were not exclusively located at service stations. PTT had begun operating Jiffy stores in locations other than at service stations.

**Chairman**

explained that, personally speaking, he was particularly concerned about the postponement of the 21<sup>st</sup> round of petroleum concession bidding. In changing from the concession-based system to the production sharing contracts based system (“PSC”), adequate information regarding the latter should be provided to all parties as the information in relation to the PSC system that was previously given lacked details and there was no clear rule or regulation. In addition, the PSC system was exposed to a high risk of corruption, and concessionaires would, therefore, reduce their investments. As a consequence, the amount of petroleum produced would fall drastically, and a greater volume of LNG would have to be imported from overseas. Given that the price of LNG was higher than the price of gases from the Gulf of Thailand, the import of LNG would have an impact on the costs of energy and electricity. This might also lead to losses on foreign currency as well as a decrease in the income for the public sector from a decline in petroleum development projects.

**Mr. Pratya  
Tirawattanapong, a proxy**

requested that all shareholders ask questions that were directly relevant to the subject matter being discussed, considering a lot of time had been spent on considering this agenda item.

**Mr. Athiwat  
Phattanachaipuwant, a shareholder**

asked whether it was likely that PTT would spin off some of its non-oil businesses such as the Jiffy business, and asked for details regarding the size of the Jiffy business.

**President & CEO**

clarified that PTT was currently in the process of studying a spin-off of the oil business and the non-oil business. At present, there were a total of 100 Jiffy stores. Although this business was not comparable to other non-oil businesses, given that the Jiffy business had an excellent management system and brand image, it was likely that the business would be improved to the extent of being a competitive business in the future.

**Chairman**

asked if any shareholder would like to ask or make any further comment on agenda item 1. As there were no further questions or comments, the Chairman proposed that the shareholders vote on this matter.

**Resolution:**

The Meeting certified PTT’s operating results for the year 2014, acknowledged the action plan in the future and approved the financial statements for the year ended 31 December 2014 by a majority of votes of the shareholders present and entitled to vote, as detailed below:

(Translation)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present</b>
1. Approved	2,421,229,391	99.88
2. Disapproved	5,230	0.00
3. Abstained	2,814,368	0.12

Remark: While this agenda item was being considered, additional shareholders were present holding a total of 63,871,932 shares.

**Agenda Item 2**

**To approve 2014 net profit allocation plan and the dividend payment**

The Chairman asked the President & CEO to present this matter to the Meeting.

**President & CEO**

explained as follows:

- From the 2014 operating results, PTT's net profit was Baht 55,795 million.
- In 2014, PTT allocated Baht 42 million (as reserve for the non-life insurance fund for insuring the business specific to the Company by allocating the net profit derived from the operating results and the return of the fund each year to the non-life insurance fund)
- However, in 2014 no additional statutory reserve was allocated from the profit because PTT's existing statutory reserve was already equal to 10 percent of its registered capital as required by law.
- Therefore, the net profit after the appropriation of the reserve fund was Baht 55,753 million.
- The amount of the reserve for the non-life insurance fund was from item 31.2 of the notes to the financial statements as at 31 December 3014.
- PTT's net profit from its operating results in 2014 was Baht 55,795 million, which was equal to Baht 19.33 per share, a decrease of 40.06 percent when compared to the net profit in 2013 which was Baht 93,091 million, which was equal to Baht 32.52 per share. Therefore, PTT's Board of Directors proposed the payment of dividends for the 2014 operating results at Baht 11.00 per share, divided into:
  - interim dividend payment for the first half of 2014 at Baht 6.00 per share, amounting to Baht 17,137 million, which was paid to the shareholders on 2 October 2014; and
  - dividend payment for the second half of 2014 to PTT shareholders whose names were in the share register on the record date set for determining the shareholders' entitlement to dividend payment on 6 March 2015, at Baht 5.00 per share, amounting to Baht 14,281 million, which would be paid on 24 April 2015.
- The dividend payout ratio was equal to approximately 56.9 percent of PTT's net profit (while the minimum payout ratio under PTT's policy was 25 percent). The dividend yield rate was equal to 3.4 percent of the price of PTT shares as at the end of 2014 (30 December 2014) at Baht 324 per share.

(Translation)

- PTT paid the interim dividends at Baht 6.00 per share out of its profit as follows:
  - dividends of Baht 1.50 per share from the unallocated net profit which is subject to 30 percent corporate income tax;
  - dividends of Baht 3.50 per share from the unallocated net profit from the promoted activities of the Board of Investment (BOI) during the tax exemption period; and
  - dividends of Baht 1 per share from the unallocated net profit from dividends derived from PTTEP.
- The dividends for the second half of 2014 at Baht 5.00 per share were paid out of unallocated net profit from the promoted activities of the Board of Investment (BOI) during the tax exemption period.

**Chairman**

asked whether any shareholders had any questions or comments. The questions, responses and suggestions could be summarized as follows:

**Mr. Wiwat Kusakul,**  
a shareholder

asked as follows:

1. The financial report in PTT 2014 Annual Report 2014 showed that PTT incorporated more than 20 subsidiaries in the Cayman Islands and that PTT had 100 percent of shareholding in many of them. The Cayman Islands were generally known as a tax haven. He, therefore, asked the reason PTT had incorporated the subsidiaries on such islands and whether an investigation process was put in place;
2. The 2014 profit and loss statements showed that PTT's profit before income tax was more than Baht 47,000 million but PTT paid more than Baht 3,000 million in tax while PTT's profit before income tax in 2013 was Baht 64,000 million but PTT paid not much more than Baht 800 million in tax. He, therefore, asked what was the cause of such situation;
3. The privileges granted by the Board of Investment (BOI) generally were corporate income tax exemption. However, such information was not disclosed in the PTT financial statements so he asked PTT to include the information of corporate income tax exemption to ensure that the shareholders and investors know how PTT had managed these privileges.

**President & CEO**

explained as follows:

1. With respect to companies in the Cayman Islands, PTT has one company in the Cayman Islands as a result of its acquisition of a company in the Philippines, which was belong to a US company. PTT itself had never incorporated any company in the Cayman Islands before and it is in the process of dissolving this company;
2. The PTTEP subsidiaries incorporated in the Cayman Islands were generally engaged in the international oil business, and had been incorporated in a country with taxation benefits. In foreign investment, for example, when a company made an investment and received return in the country, it would be subject to pay taxes in two ways, that is, tax on the dividend brought in and tax on capital gains. Therefore, a company incorporated in a country with taxation benefits would be exempted from such tax and it was the general working practice commonly applied by international companies i.e. companies in the United States of America.

**Chief Financial Officer**

explained as follows:

1. With regard to the effective tax rate when comparing the profit in 2013 and 2014, it appeared that the profit in 2014 decreased substantially as a result of the impairment of investments and the provision of doubtful accounts with a difference of more than Baht 20,000 million. These two cases were not considered expenditure for tax purposes. Therefore, the effective tax rate of 2014 which was at 7.47 percent was higher than that of 2013 which was at 1.27 percent. In addition to the transactions not considered tax expenditure, the revenue from to the non-BOI businesses increased.

In this regard, it appeared in the financial statements that PTT was affected by the impairment of investments of PTTEP which was not considered as tax expenditure. Therefore, the difference between these two cases was the additional tax to be paid by PTT.

2. With regard to the disclosure of the privileges granted by the Board of Investment (BOI), PTT did not generally disclose such information. However, PTT would take this matter into further consideration.

**Mr. Picharn Sukparangsi,**  
a shareholder

asked and commented as follows:

1. Whether the companies in PTT Group incorporated associated companies and subsidiaries in the countries known as being tax havens, such as British Virgin Islands, particularly in respect of the acquisition

(Translation)

of the petroleum business in Mozambique and other businesses in that country;

2. Whether the businesses in item 1 generated income remitted into Thailand;
3. In view of the 51 percent of shares held by the Ministry of Finance, it was advisable that PTT discuss this matter with the Ministry of Finance in order that rules for tax exemption could be prescribed and income could be remitted into Thailand for use in the country's development;
4. PTT was requested to explain the order of the Administrative Court regarding the return of the assets relating to the offshore gas transmission pipeline by disclosing the assets that were ordered by the Administrative Court to be returned to the Ministry of Finance and whether and if so how much PTT Group had paid to the Ministry of Finance.

**Chairman**

explained that PTT continuously disclosed the information to the shareholders and the general public through various channels for the purpose of operational transparency. Therefore, the shareholders and the general public could look for the information of PTT, especially the judgment on the natural gas transmission pipelines in various media, whether in the written form or via websites, such as the website of the Supreme Administrative Court. To summarize, PTT divided its assets correctly in compliance with the judgment of the Supreme Administrative Court which confirmed several times that PTT had fully complied with the judgment of the Court.

**President & CEO**

explained that the companies in the PTT Group, i.e., PTTEP's subsidiaries had been incorporated in the Cayman Islands or other countries with taxation benefits. PTTEP was a state enterprise with the Office of the Auditor General (OAG) as its auditor. In this regard, PTT did not conceal any such information whatsoever.

**Chairman**

asked if any shareholder would like to ask or give any further comment on agenda item 2. As there were no further questions or comments, the Chairman proposed that the shareholders vote on this matter.

**Resolution:**

- The Meeting approved the dividend payment for the 2014 operating results at Baht 11.00 per share, divided into:
  - interim dividend payment for the first half of 2014 at Baht 6.00 per share, which was paid on 2 October 2014 from the unallocated net profit, which was subject to 30 percent corporate income tax; the profit

(Translation)

from the promoted activities of the Board of Investment (BOI) during the tax exemption period; and from dividends derived from PTTEP;

- dividend payment for the second half of 2014 at Baht 5.00 per share from the unallocated net profit from the promoted activities of the Board of Investment (BOI) during the tax exemption period.

In this regard, the dividend shall be paid to the PTT shareholders whose names appeared in the share register on the record date set for determining the shareholders' entitlement to dividend payment on 6 March 2015. The dividend payment was scheduled to be made on 24 April 2015.

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present</b>
1. Approved	2,424,284,328	99.99
2. Disapproved	11,230	0.00
3. Abstained	200,266	0.01

Remark: While this agenda item was being considered, additional shareholders were present holding a total of 446,835 shares.

**Agenda Item 3**

**To elect directors in replacements**

The Chairman explained that the Nomination Committee consisted of the following three directors namely:

1. Mr. Watcharakiti Watcharothai Chairman of the Nomination Committee
2. AM Boonsuib Prasit Member of the Nomination Committee
3. Mr. Pailin Chuchottaworn Member of the Nomination Committee

PTT's Articles of Association provide that at each annual general meeting of shareholders, one-third of the members of the Board of Directors or the nearest number to one-third shall retire from office by rotation. This year, there were five directors who would retire by rotation namely:

1. Mr. Areepong Bhoocha-oom
2. Mr. Watcharakiti Watcharothai
3. Mrs. Nuntawan Sakuntanaga
4. Mr. Chanvit Amatamatucharti
5. Mr. Pailin Chuchottaworn

In order to comply with good corporate governance principles, the five retiring directors as named above were considered the interested parties in respect of this agenda item and were asked to leave the meeting room until the consideration of this agenda item had been completed.

Under Article 32, Chapter 4 of PTT's Articles of Association, the PTT's Board of Directors must consist of at least 5 but not more than 15 directors, who shall be elected by the meeting of shareholders.

As Mr. Watcharakiti Watcharothai, Chairman of the Nomination Committee, was considered an interested party in this agenda item and left the meeting room, AM Boonsuib Prasit, a Member of the Nomination Committee, was asked to present this matter to the Meeting.

**AM Boonsuib Prasit,**  
Member of the Nomination  
Committee

explained as follows:

- From 1 October 2014 to 31 December 2014, PTT had an announcement on its website inviting the shareholders to nominate any persons who would be qualified to be a candidate for PTT's directorship. However, no shareholder nominated any person in accordance with the specified criteria.

(Translation)

- The three members of the Nomination Committee had proceeded to select the persons appropriately qualified to be nominated as PTT's directors.
- The Nomination Committee had considered and selected the persons to fulfill the composition of PTT's Board of Directors, whose qualifications, experience and expertise would be beneficial to PTT's operation in accordance with the nomination process. In this regard, the nominated candidates must be fully qualified and free from any prohibited characteristics as set out in the law governing public companies limited, the law governing standard qualifications of directors and employees of state enterprises, and other relevant notifications of the SEC and the SET as well as cabinet resolutions. The selected persons had also been approved by the State Owned Enterprise Commission Board.
- The Nomination Committee had considered, selected, and nominated five persons to be elected as PTT's directors and proposed the same to the meeting of PTT's Board of Directors for consideration at which the five retiring directors who were regarded as interested parties abstained from voting and were not present in that Meeting.
- The candidates who passed the nomination process to be proposed for appointment as PTT's directors were as follows:
  1. Mr. Areepong Bhoocha-oom      Permanent Secretary of Ministry of Energy, an expert in management, energy and finance;
  2. Mr. Watcharakiti Watcharothai      Grand Chamberlain, an expert in management and political science;
  3. Mrs. Nuntawan Sakuntanaga      Director General Department of International Trade Promotion, an expert in management, finance, accountancy and marketing;
  4. Mr. Chanvit Amatamatucharti      Deputy Secretary General, Office of the National Economic and Social Development Board, an expert in management and economics;
  5. Mr. Pailin Chuchottaworn      President & CEO of PTT, an expert in management, energy and engineering

(Translation)

- A brief profile of the nominated candidates was attached to the Invitation to the 2015 Annual General Meeting of Shareholders;
- Candidates numbers 1 – 5, namely Mr. Areepong Bhoocha-oom, Mr. Watcharakiti Watcharothai, Mrs. Nuntawan Sakuntanaga, Mr. Chanvit Amatamatucharti, and Mr. Pailin Chuchottaworn were the retiring directors who had been nominated for re-election as directors for another term.

**Chairman**

asked if there were any shareholders who would like to ask questions or give comments. The questions and answers were summarized as below:

**Mr. Picharn Sukparangsi,**  
a shareholder

asked and commented as follows:

1. With respect to the duplication of the directors who had retired by rotation and the directors nominated by the Nomination Committee to be reelected for another term, it was advisable to consider nomination procedures by means of inviting other persons from, e.g. the Bank of Thailand to be a member of the Nomination Committee, etc.
2. There was a complaint on the case in which IRPC Public Company Limited had resolved not to enforce the performance of the debt by judgment to the Ministry of Finance. Was Mr. Pailin Chuchottaworn currently a director of the companies in the PTT Group?
3. It was advisable for PTT Group to give an opportunity to the minority shareholders to become members of the Committee for the purpose of transparency and giving importance to the general public.
4. Did the directors to be re-elected have any conflicts of interest?

**Chairman**

explained as follows:

1. It would be more appropriate to propose the issue related to IRPC to a shareholders' meeting of that company;
2. As PTT is a state enterprise, the qualifications of the directors of state enterprises were set out in the act on standard qualifications of directors and employees of state enterprises. Therefore, a conflict of interest would never occur;
3. As the Nomination Committee had informed the Meeting, PTT had given an opportunity to the minority shareholders to nominate qualified persons as a director; but no name of qualified persons had been submitted from any shareholder for consideration;
4. As the major shareholder of PTT was the Ministry of Finance which was considered a government authority, it should be noted that the

(Translation)

government authority would consider and select qualified persons as directors.

AM Boonsuib Prasit, a member of the Nomination Committee was asked to give an explanation to the shareholders.

**AM Boonsuib Prasit**  
Member of the Nomination  
Committee

explained that with respect to the nomination of new directors, a clear process and procedure had been put in place as to the issues to be considered and the Nomination Committee had fully complied with such procedures in order to select knowledgeable and competent directors as required.

**Asst. Prof. Wiwatchai  
Kulamard**, a proxy

proposed that an opportunity should be given to the minority shareholders to be directors in government authorities/businesses, i.e. Government Pension Fund (GPF), Krung Thai Bank, Government Savings Bank, Government Housing Bank, etc.

**Miss Kanyamol Hengjitr**,  
a proxy

asked about the progress of the nomination of the Chief Executive Officer because the term of the Chief Executive Officer would be completed in this September.

**Chairman**

explained that this matter was at the discretion of the Nomination Committee and there was still sufficient time to take any action.

**Mr. Veera Chaimanowong**,  
a shareholder

Asked, with respect to the suggestion of the Thai Investors Association, whether the independent directors who had been in the office for more than three consecutive terms should not be reelected, and what PTT's policy on independent directors was.

**Mr. Picharn Sukparangsi**, a  
shareholder

asked and commented as follows:

1. The proportion of the directors nominated from the minor shareholders should be fixed according to the same concept as the Constitution which required that one-third of the party-list candidates for the Members of the House of Representatives must be women, as if the number of the directors nominated from the minority shareholders were not fixed, no person would be able to vote against the major shareholder (Ministry of Finance).
2. Whether IRPC had sent an Invitation to the Annual General Meeting to him (Mr. Picharn Sukparangsi) because he had not received an invitation and was hereby making a complaint through the PTT's Annual General Meeting of Shareholders.

**Chairman**

explained as follows:

1. Complaints could be made through various channels i.e. Ministry of Energy, etc.
2. It was PTT's policy that an independent director was unable to hold office for more than nine consecutive years.

**Mr. Pichien Amnart-  
voraprasert**, a shareholder

commented as follows:

1. The five directors who were nominated were appropriately experienced and qualified to hold the position of PTT's director.
2. For nominating the new Chief Executive Officer in replacement of the current Chief Executive Officer who would retire from office this year, PTT should consider that if the current Chief Executive Officer had performed his duties perfectly, he should be re-elected to continue his office taking into consideration the current global energy crisis which had caused the business operation to be in transition. Therefore, it was necessary for PTT to have knowledgeable and competent personnel.

**Miss Suporn  
Pathumsuwanwadee**,  
a shareholder

commented as follows:

1. It was noticeable that while Mr. Pailin Chuchottaworn performed his duties outside the office, he was escorted by police officers with strict security arrangements. It was advisable that this practice should be revised in order to preserve the company image and reduce expenses if it was from the company budget.
2. In practice, it was difficult for a minor shareholder to nominate himself/herself as a director.

**Chairman**

explained as follows:

1. The Chairman expressed his understanding of minority shareholders nominating themselves as directors and advised that the minority shareholders propose this matter to the Super Board, presided over by the Prime Minister, which was in the consideration process of reforming the regulatory system of state enterprises;
2. The Chairman had never personally seen Mr. Pailin Chuchottaworn escorted by police officers with strict security arrangements.

**Mr. Veera Chaimanowong**,  
a shareholder

commented that as PTT was a large organization and had been criticized by society in respect various issues of conflict, it was reasonable that Mr. Pailin Chuchottaworn as the leader and an important person of the organization should be provided with strict security arrangements and the expenses incurred should be at PTT's cost.

**Chairman**

thanked the shareholders and commented that there were chances that attacks might have occurred during the period of chaotic protests.

(Translation)

**Mr. Benjapol Ramnarong,** a proxy commented that consideration of this agenda item had taken a long time and asked the Meeting to spend time efficiently.

**Mr. Somchai Reephonkun,** a shareholder asked whether the issue of Mr. Pailin Chuchottaworn being a director of Fraser and Neave Public Company Limited (F&N) was considered in the process of nominating the director.

**Chairman** explained that the issue of Mr. Pailin Chuchottaworn being a director in F&N had been settled before PTT's current Board of Directors took office. An investigation had also been conducted and the conclusion showed that Mr. Pailin Chuchottaworn was not guilty.

**Chairman** asked if any shareholder wished to ask further questions or make further comments regarding Agenda Item 3. As there were no more questions or comments from the shareholders, the Chairman invited the shareholders to consider and elect five directors on an individual basis to replace the directors retiring by rotation according to the names proposed above.

**Resolution:** The Meeting approved the re-election of the five directors retiring by rotation for another term, by a majority of votes of the shareholders present and entitled to vote, as detailed below:

(1) Mr. Areepong Bhoocha-oom, Director (taking the position for another term)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present</b>
1. Approved	2,410,950,961	99.43
2. Disapproved	13,623,083	0.56
3. Abstained	233,905	0.01

(2) Mr. Watcharakiti Watcharothai, Independent Director (taking the position for another term)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present</b>
1. Approved	2,408,841,965	99.34
2. Disapproved	15,725,109	0.65
3. Abstained	240,875	0.01

(3) Mrs. Nuntawan Sakuntanaga, Independent Director (taking the position for another term)

(Translation)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present</b>
1. Approved	2,387,587,381	98.47
2. Disapproved	36,680,993	1.51
3. Abstained	539,575	0.02

(4) Mr. Chanvit Amatamatucharti, Independent Director (taking the position for another term)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present</b>
1. Approved	2,408,804,293	99.34
2. Disapproved	15,761,981	0.65
3. Abstained	241,675	0.01

(5) Mr. Pailin Chuchottaworn, Director (taking the position for another term)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present</b>
1. Approved	2,404,818,690	99.18
2. Disapproved	19,759,984	0.81
3. Abstained	229,275	0.01

Remark: While this agenda item was being considered, additional shareholders were present holding a total of 312,125 shares.

**Agenda Item 4**

**To approve the Board of Directors' remuneration for 2015**

**Chairman**

stated that the Remuneration Committee consisted of three members namely;

1. Mr. Rungson Sriworasat                      Chairman of the Remuneration Committee
2. Mr. Watcharakiti Watcharothai          Member of the Remuneration Committee
3. Mr. Chanvit Amatamatucharti          Member of the Remuneration Committee

Mr. Rungson Sriworasat, Chairman of the Remuneration Committee was asked to clarify this matter to the Meeting.

**Mr. Rungson Sriworasat**  
Chairman of the  
Remuneration Committee

explained that the Remuneration Committee had applied the same practice in considering the remuneration for PTT's Board of Directors and other specific committees for 2015 by taking into consideration the following important factors:

- practice of listed companies in the same industry, including other leading national and international companies;
  - practice of listed companies which are state enterprises;
  - good corporate governance principles;
  - operating results;
  - size of business;
  - scope of responsibility of PTT's Board of Directors; and
  - information on economic growth and inflation.
- The Remuneration Committee had considered and approved that the remuneration for PTT's Board of Directors and other specific committees for 2015 to be the same as for 2014 as follows:

**1. Monthly remuneration and meeting allowance for 2015**

The remuneration for *PTT's Directors* included:

- monthly remuneration: Baht 30,000 per month per director which was the same rate as the previous year; and

(Translation)

- meeting allowance: Baht 50,000 per meeting which was the same as the previous rate for the directors attending the meeting only. The payment of meeting allowance is limited to 15 meetings per year.

*The meeting allowance for specific committees appointed by PTT's Board of Directors was the same as the previous rate as follows:*

1. Audit Committee

- monthly member's allowance was Baht 15,000 per month; and
- meeting allowance was Baht 15,000 per meeting for the members of the Committee attending the meeting only and the secretary to the meeting would receive a meeting allowance of Baht 7,500 per month.

2. For the Nomination Committee, Remuneration Committee, Corporate Governance Committee, Enterprise Risk Management Committee and other subcommittees which might be appointed as necessary and appropriate in the future by the Board of Directors, the allowances would be paid at the rates as follows:

- meeting allowance was Baht 24,000 per meeting for the members attending the meeting only; and
- The remuneration of the Chairman of PTT's Board of Directors and the chairman of specific committees would be 25 per cent higher than the remuneration of the directors and members of those committees.

**2. Bonus for PTT's Board of Directors for 2015**

The bonus was determined to reflect and relate to PTT's operating results or net profit, i.e. 0.05 percent of the 2015 annual net profit. However, the maximum bonus for each director would be up to Baht 3,000,000 per director per year which was the same rate as the previous year. The calculation would be based on the term that each director had been in office and the bonus for the Chairman would be 25 percent higher than the bonus for the directors.

Therefore, the Meeting was asked to consider and approve the directors' remuneration as proposed above.

- Chairman** asked if any shareholder would like to ask questions or give comments. The questions, answers and suggestions are summarized as follows:
- Asst. Prof. Wiwatchai Kulamard**, a proxy commented that he agreed with the directors' remuneration. However, he would like to propose that in the past meetings, the Chinese banquet style lunches were served and PTT oil cash cards were given to the shareholders which most of the shareholders deemed appropriate for their participation in the meetings. In consideration of the current economic situation, it was proposed that, for example, one or two shares should be distributed as gifts for subsequent meetings for the shareholders' motivation in supporting PTT's activities.
- Mr. Veera Chaimanowong**, a shareholder asked and commented as follows:
1. The criteria on the remuneration for the Chairman of the Board of Directors which was 25 percent higher than that of the other directors should be clarified. When taking into consideration the maximum bonus for a director of PTT of Baht 3,000,000 per year, would the Chairman receive a bonus of over Baht 3,000,000?
  2. With respect to the luncheons and gifts at general meetings, the purpose of meetings was to consider the guidelines and operating results of the Company to ensure that the Company would progress and yield good return to the shareholders. Thus, the meeting should be effectively arranged in an appropriate and organized manner. It was proposed that snacks and beverages should be provided in subsequent meetings in order to minimize and streamline meeting arrangements and management.
- Chairman** Would take into consideration the observation from the shareholders and asked the Company Secretary to explain the remuneration of the Chairman of the Board of Directors.
- Mrs. Wantanee Jaruke**, Company Secretary explained that as the remuneration for the Chairman of the Board of Directors was 25 percent higher than that of any other directors and the maximum bonus was fixed as Baht 3,000,000 per director per year, the bonus for the Chairman of the Board of Directors will be entitled to more than Baht 3,000,000 in accordance with the criteria previously set forth.
- Chairman** thanked the shareholders and asked if any shareholder wished to ask questions or give further comments regarding Agenda Item 4. As there were no more questions and comments from the shareholders, the Chairman invited the shareholders to vote on this agenda item.
- Resolution:** The Meeting approved by more than two-thirds of the total votes of the shareholders present, as detailed below:

(Translation)

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present</b>
1. Approved	2,410,620,130	99.41
2. Disapproved	14,113,837	0.58
3. Abstained	263,637	0.01

Remark: While this agenda item was being considered, additional shareholders were present holding a total of 189,655 shares.

**Agenda Item 5**

**To appoint the auditor and to consider the 2015 auditor fees**

The Chairman stated that the Audit Committee consisted of three directors namely:

1. Mr. Kittipong Kittayarak Chairman of the Audit Committee
2. Mrs. Nuntawan Sakuntanaga Member of the Audit Committee
3. Mr. Vichai Assarasakorn Member of the Audit Committee

Mr. Kittipong Kittayarak, the Chairman of the Audit Committee, was asked to clarify this matter to the Meeting.

**Mr. Kittipong Kittayarak,**  
Chairman of the Audit  
Committee

explained as follows:

- Under the Organic Law on State Audit B.E. 2542 (1999), the Office of the Auditor General of Thailand (“OAG”) is prescribed to be the auditor of governmental authorities and state enterprises.
- For 2015, the OAG had proposed the auditor’s fee of Baht 4,300,000 being the same rate as that of 2014.

The auditor’s fee of Baht 4,300,000 included

- quarterly auditor’s fee of Baht 700,000 per quarter; and
- annual auditor’s fee of Baht 2,200,000.

- The appointment of the OAG as the auditor of PTT and the determination of the auditor’s fee had been respectively approved by the Audit Committee and the Board of Directors.

The Meeting was asked to consider and approve the appointment of the Office of the Auditor General of Thailand as the auditor of PTT for the financial year ended 31 December 2015 with the auditor’s fee of Baht 4,300,000 as considered by the Audit Committee.

**Chairman**

asked whether any shareholder would like to ask questions or make comments. The questions and comments were summarized as follows:

**Mr. Somchai Reephonkun,** a  
shareholder

asked whether the auditor’s fee of Baht 4,300,000 would be paid to the OAG or to a person.

**Mr. Kittipong Kittayarak,**  
Chairman of the Audit  
Committee

explained that the auditor fee would be paid to the OAG not to a person.

(Translation)

**Chairman**

thanked the shareholders and asked if any shareholder wished to ask further questions or make further comments regarding Agenda Item 5. As there were no more questions and comments from the shareholders, the Chairman invited the shareholders to vote on this agenda item.

**Resolution:**

The Meeting approved the appointment of the Office of the OAG as the auditor of PTT for 2015 with the auditor's fee of Baht 4,300,000 as proposed by the Audit Committee and the Board of Directors. The resolution was passed by a majority of votes cast by the shareholders present and entitled to vote, as detailed below:

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present</b>
1. Approved	2,407,716,982	99.29
2. Disapproved	5,806,993	0.24
3. Abstained	11,489,342	0.47

Remark: While this agenda item was being considered, additional shareholders were present holding a total of 15,713 shares.

**Agenda Item 6**

**To approve the transfer to The Bangchak Petroleum Public Company Limited of the Board of Investment Certificate No. 2187(2)/2550 to on the promotion of electricity and steam generation business, Category 7.1: Utilities and Infrastructure**

**Chairman**

asked the President & CEO to present the details regarding this matter to the Meeting.

**President & CEO**

- On 19 February 2015, the Board of Directors of PTT approved the sale of the Bangchak Utility Plant Project (“BUP”), comprising a 25 MW power plant, to Bangchak Petroleum Public Company Limited (“Bangchak”) for an amount of approximately Baht 1.329 billion. PTT had previously disclosed an information memorandum on the said transaction to the Stock Exchange of Thailand on the aforementioned date. On 10 March 2015, PTT and Bangchak executed an Co-Generation Plant Sales and Purchase Agreement (for the BUP), and this sales transaction would be completed upon the fulfillment of certain conditions precedent, such as the successful transfer of various licenses including the Board of Investment Certificate No. 2187(2)/2550 from PTT to Bangchak.
- In this regard, the power plant which PTT sold to Bangchak was a power plant the operation of which had been granted a BOI promotional certificate and certain tax privileges, such as the exemption from import taxes for machinery. For this reason, if PTT was desirous to sell and transfer the ownership of such power plant to a third person, the BOI promotional certificate for the said power plant must also be transferred to the Buyer.
- According to the Regulation of the Office of the Board of Investment, No. 2/2547 Re: Transfer, Merger and Amalgamation of the Business under the Investment Promotion, the transfer of the BOI promotional certificate required the approval of a shareholders’ meeting of the transferor. Therefore, as the transferor, PTT was obligated to propose the transfer of the BOI promotional certificate to a shareholders’ meeting for consideration and approval.

**Chairman**

Asked if any shareholder would like to ask any questions or make any comments on agenda item 6. As there were no further questions or comments, the Chairman proposed that the shareholders vote on this matter. The Ministry of Finance, a shareholder holding 1,459,885,575 shares, was a shareholder of Bangchak. The Ministry of Finance was, therefore, considered as an interested shareholder and was not eligible to vote on this agenda item.

**Resolution:**

The Meeting approved the transfer of the Board of Investment Promotional Certificate No. 2187(2)/2550 on the promotion of electricity and steam generation business, Category 7.1: Utilities and Infrastructure, to Bangchak

(Translation)

Petroleum Public Company Limited as proposed. The resolution was passed by a majority of votes cast by the shareholders present and entitled to vote, as detailed below:

<b>Votes</b>	<b>Number of Votes Cast (1 share = 1 vote)</b>	<b>Percentage of voting rights exercised by the shareholders present</b>
1. Approved	742,784,173	76.96
2. Disapproved	222,131,943	23.02
3. Abstained	236,028	00.02

Remark: While this agenda item was being considered, additional shareholders were present holding a total of 24,402 shares.

**Agenda Item 7**

**Other matters**

The Chairman informed the Meeting that the Meeting had now reached the consideration of Agenda Item 7 Re: Other Matters as stated in the Notice of the Meeting. The Chairman then asked whether there were any shareholders or proxies who would like to propose other matters for consideration. The proposal of an agenda item requires a total of not less than one-third of the total number of issued shares amounting to 952,415,241 shares. The Chairman asked the shareholders whether there were any questions or comments. The questions, answers and comments discussed at the Meeting are summarized as follows:

**Mr. Veera Chaimanowong,**  
a shareholder

admired the Chairman for his knowledge, vision, and ability to effectively manage the time spent on considering the meeting agenda items when compared with the time spent at the previous meeting. He suggested that the shareholders be given an opportunity to raise questions before voting on any agenda item, and, if a shareholder asks questions or makes comments that are unrelated to the matter being considered, he suggested that their microphones be turned off.

**Chairman**

explained that the meeting room was large and that the screen located at the bottom of the stage may not have shown that there were shareholders who wished to raise questions. Therefore, the Chairman was of the view that the next meeting should be held in a smaller room, which would also be more welcoming and easier to manage, and this should solve the aforementioned problem. The Chairman then stated that he would take the shareholder's suggestion into further consideration.

**Mrs. Chuanphit  
Dieknankul,** a representative  
from the Thai Investors  
Association

admired PTT for participating in the Collective Action Coalition ("CAC"), an anti-corruption initiative among members of the private sector. She stated that PTT should consider encouraging its trading partners to participate in the CAC as well. The Thai Investors Association would ask PTT for updates on the progress with respect to this matter in subsequent years.

**Chairman**

stated that the comments would be taken into further consideration.

**Mr. Basant Kumar Dugar,** a  
proxy

commented as follows:

1. He expressed admiration for many Thai companies for having demonstrated exceptional efforts to achieve corporate sustainability by basing their policies on His Majesty the King's Sufficiency Economy principle.
2. He admired the Board of Directors and the Executive Officers for performing their duties and suggested that the members of the Board

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of Directors, the President & CEO, and the Chief Financial Officer participate in additional training courses offered by the International Institute for Management Development (IMD) in Switzerland.

3. Three methods which could be used to increase the Return on Assets (ROA) and the Return on Equity (ROE) were:
  - 3.1 Increasing the proportion of assets generating returns;
  - 3.2 Listing the subsidiaries with a good performance on the Stock Exchange of Thailand; and
  - 3.3 Evaluating all of the assets every three years and increasing the useful life of assets.
4. The background of the Auditor should be included with the Notice of the Meeting.
5. The ceiling for the director's bonus should no longer be fixed.
6. With respect to all annual general meetings of shareholders, the shareholders should be sent a link to all of the relevant information via the Company's free application instead of being sent information in the form of a CD-ROM, in order to minimize the wastage of resources and reduce costs.

**Chairman**

thanked all of the shareholders for their appreciation and suggestions and stated that he would take such matters into further consideration. He agreed with the comment concerning the removal of the ceiling for the directors' bonus. As may be evident to the shareholders who had attended annual general meetings of shareholders of various companies, the rate of the director's bonus at PTT was not very high compared with that of other companies.

**Mr. Prasert Thisayathikom,**  
a proxy

commented as follows:

1. The voting procedures should be improved because the shareholders had no way of knowing whether their votes had been entered into the system. Given that each ballot contains an identification number, the ballot identification number and corresponding vote should be posted on the website so that the shareholders can check whether the votes which they cast had been entered into the system.
2. There were still issues regarding the meal boxes and gifts which PTT had continuously improved its policy to resolve these issues. Only one meal box is provided to one proxy regardless of how many shareholders the proxy represented. However, gifts are given to the

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actual number of shareholders represented. PTT may consider providing gifts only to the shareholders attending the Meeting in person. In addition, given that the meeting attendees have to pay transportation expenses in order to attend the Meeting, PTT oil cash cards should be given instead and the value of each oil cash card should be equivalent to the price of the gift prepared for each shareholder.

**Chairman**

stated that the remarks made by the shareholders would be taken into consideration.

**Mr. Sitthichoke**

**Boonwanich**, a shareholder

commented and asked as follows:

1. The size of the meeting room was appropriate. The communication between meeting attendees located on and off-stage should be improved in subsequent years.
2. Which PTT and government joint projects tended to show a loss, but were social initiatives which had been set out in PTT's annual report or were projects under PTT's Corporate Social Responsibility (CSR) policy? This information should be made known so that the shareholders who had a different view will understand why the operating results of the projects incurred losses.
3. How would PTT be rated in comparison with other global leading companies in terms of its potential for oil and gas production and exploration of new sources of energy?
4. With respect to drilling and exploring new sources of energy, at present, PTT focused primarily on drilling and exploration overseas. However, if exploration technologies improved in the future, would the drilling and exploration costs decrease?
5. Had PTT Group come up with any innovation that had not been discovered anywhere else in the world? For instance, IRPC invented Green ABS resin. What findings from PTT Group's research would create added value for Thailand in the future?

**Chairman**

explained that, with respect to the projects whose operating results show a loss but which PTT must continue operating, in the past, there were two projects. One of these projects involved the sale of LPG from the gas separation plant at the price of USD 333 per ton, which was lower than the actual costs. As a result, PTT's operating results showed a loss of approximately Baht 10 billion per year. Notwithstanding the foregoing, on 2 February 2015, the government established guidelines for adjusting the price of LPG so that it was reflective of the costs, all of which relieved PTT's obligations to a certain extent.

At present, only one of the aforementioned projects remained. This project involved the sale of NGV at a price lower than the costs, and, as a result, PTT's operating results showed a loss of approximately Baht 20 billion per year. Even though the current situation had seen improvements due to the increase in the selling price to Baht 13 per kilogram, PTT was still suffering a loss. This

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was because, when considering the actual costs, the selling price should be additionally increased by approximately Baht 2 per kilogram.

**Mr. Thanawat Pinrod,**  
a proxy

asked whether more service stations of the same type as the one located on Chaiyapreuk Road would be constructed, and if so, where would they be located.

**Chairman**

asked the Company Secretary to explain to the shareholders regarding the voting procedures in response to the shareholder's suggestion.

**Mrs. Wantanee Jaruke,**  
Company Secretary

explained that the legal advisor from Weerawong, Chinnavat & Peangpanor Ltd would be giving an explanation regarding this matter in the interests of clarity.

**Miss Peangpanor Boonklum,** the legal advisor from Weerawong, Chinnavat & Peangpanor Ltd.

explained as follows:

1. Voting procedures at meetings of shareholders of PTT, as well as those of all listed companies, were carried out by open voting. This means that the Chairman would ask the shareholders who wish to object to or vote against the matter being considered to raise their hands. Not all of the ballots would be counted. Once all of the votes against or abstaining from the agenda item had been counted, this number would be subtracted from the total number of votes of the shareholders or proxies attending the meeting. The Company Secretary had explained these voting procedures before the commencement of this Meeting. It would be impractical to show the result of each ballot, as doing so would take up too much time.
2. In response to Mr. Basant Kumar Dugar's remark regarding the means used for sending documents, in view of the statutory requirements, annual reports and financial statements must be sent in the form of a written document. The SET, the SEC Office, and the Ministry of Commerce understood sending the annual report in print would incur high costs and, therefore, allowed that information might be sent via a CD-ROM instead. Notwithstanding the foregoing, such documents cannot be sent via other forms such as sending links via applications, as this would not be in compliance with the Public Limited Companies Act.

**President & CEO**

explained as follows:

1. PTT Group's team's abilities with respect to drilling and exploring new sources of energy was deemed to be equivalent to those of survey

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teams of other companies, with the exception of certain highly-complicated cases, such as the exploration of sources of non-conventional energy e.g. deep water. PTT Group is currently developing its abilities in this regard.

2. If the technology used in the drilling and exploration process underwent continuous development, the costs would be reduced. However, consideration had to be given to the fact that currently there were not so many sources of gas or oil that were easy to drill and required lower costs. Despite the fact that exploration costs would reduce in the future, areas for drilling would be larger and drilling works would be deeper and, as a consequence, the drilling costs in the exploration process would increase.
3. PTT has engaged in a number of new research projects as follows:
  - 3.1 PTT was currently demonstrating the innovation on the use of residual coldness from the re-gasification of liquid natural gases (LNG) and carbon dioxide during the natural gas separation process for cultivating tulips in Rayong province. By applying this technique, tulips, as well other fruit trees, could be grown all-year-round.
  - 3.2 The PTT Research & Technology Institute (PTT RTI) had invented a number of new technologies and sold patents for some of these technologies e.g. the use of NGV in regular diesel-run pick-up trucks. PTT has already sold the patent for this technology to an automobile company.
  - 3.3 The technology used in producing ethanol from biomass as opposed to sugar e.g. rice straw. The demonstration facility was located in Wang Noi District, Ayutthaya Province. PTT had also registered patents for various types of enzymes involved in this process. The development of a pilot plant for use in demonstrating this technology was considered to be a major progress at the regional level.
4. The development of the service station located on Chaiyapreuk Road was a joint effort between PTT and Crystal Design Center (“CDC”). If there was any person or investor proposing joint development projects, the Company would then consider the feasibility of constructing additional service stations of the same nature.

**Mr. Wiwat Kusakul,**  
a shareholder

asked the members of the Board of Directors of PTT, many of whom play important roles with respect to energy in the oil industry, who are in support of the establishment of the oil fund, to take the appropriateness of such matter

into consideration. This is because, currently, funds from the oil fund were used as compensation for the diesel price. The oil fund was also contributed to by benzene consumers. Therefore, it should not be assumed that benzene consumers were well-off and financially secure. To summarize, these measures should be changed so that consumers would be conscious of their energy consumption. This issue was similar to the fact that PTT had to bear the NGV costs.

**Chairman**

stated that he agreed with the shareholder's suggestions. The current administration had implemented a number of these measures. The issue of concern was whether such changes would be sustainable.

**Mr. Veera Chaimanowong,**  
a shareholder

commented and asked as follows:

1. He agreed that all meetings should be conducted efficiently, but also requested that the shareholders be given an opportunity to raise questions throughout the meeting.
2. With respect to the postponement of the 21<sup>st</sup> round of petroleum concession bidding which, as previously mentioned by the Chairman, may affect national energy security, would this also have an impact on PTT?

**Chairman**

explained that it was expected that this issue would have an impact on PTT. However, the extent of such impact depended on whether the postponement of the 21<sup>st</sup> round of petroleum concession bidding would lead to other issues. For example, it might not be able to continue the management of the expiring concession or the negotiation with the Cambodian government might be interfered with to the extent that the negotiation failed, all of which would affect PTTEP's position as an explorer and developer of petroleum fields. With respect to the impact on PTT, PTT would be required to import a higher volume of LNG than the expected volume due to the fact that consumers were opposed to the use of other sources of energy such as coal. In light of the above, PTT must move forward and make investments overseas because investments in Thailand would be subject to geological limitations and the lack of clarity in relation to government policies.

**Mr. Vichian Tansakul,**  
a shareholder

asked the following questions:

1. If there were foreign shareholders or proxies, all questions asked at the Meeting should also be translated into Thai.
2. PTT should resolve the issue of the limitations of the provision of NGV services. For example:
  - 2.1 There was only one NGV dispenser at the service station located in Kamphaeng Phet Province, which was insufficient considering the number of consumers. Each NGV service station should normally have two NGV dispensers installed, one of which was a

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spare dispenser. For instance, in Kui Buri District, Prachuap Khiri Khan Province, approximately ten NGV dispensers were available for use.

2.2 Some service stations had run out of NGV.

2.3 Only one NGV dispenser for small vehicles was available.

2.4 NGV fuelling for large vehicles took a long time.

2.5 There should be NGV stations in the southern part of Thailand as far south as Phuket Province.

NGV consumers were willing to pay Baht 16 per kilogram if all of the issues could be resolved.

**Chairman** explained that this matter depended on government policy. If PTT was able to sell NGV at a price reflective of the actual costs, this would enable PTT to resolve the limitations.

**Mrs. Wannipa Jendiskarn, a shareholder** commented that each shareholder should be allocated one PTT share instead of a gift in order to create wealth to the shareholders.

**President & CEO** explained that NGV services were not currently available in all 76 provinces of Thailand because NGV was a gas and, therefore, could not be transported over long distances. NGV service stations were widely distributed in the eastern part of Thailand. A number of NGV service stations were available in the northeastern part of Thailand because there was a gas field in Nam Phong District. There are no gas fields in the northern part of Thailand which made the transportation of gas over long distances a difficult task. Even though there were gas fields in Chana District in the southern part of Thailand, gas transportation was still difficult because of the protests which took place from time to time. Furthermore, there were a limited number of gas fields. If possible, NGV should be reserved for transport vehicles such as mass transit vehicles, taxis or heavy-duty trucks. PTT understood the shareholder's comments; however, PTT was solely responsible in bearing the losses.

**Mr. Prasert Thisayathikom, a proxy** added comments on the voting procedures that in his opinion given earlier, he did not mean that the results of each ballot should be announced, but there should be a system whereby the shareholders could check whether their votes against a particular agenda item had been entered into the system. This would also be an improvement of the voting system.

**Chairman** stated that the remarks made by the shareholders would be taken into consideration.

**Mr. Chatchai Mamuang, a shareholder** asked the following questions:

1. Would there be changes to the policy to pay dividends at the minimum rate of 25 percent?

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2. PTT's net profits and earnings per share (EPS) had declined in the past two to three years. What strategies would PTT employ for increasing the ROE, ROA, gross profits, or net profits in order to reassure the shareholders?
3. What was PTT's policy on cost control?
4. What actions had PTT undertaken in relation to corporate governance and anti-corruption practices?
5. Would there be any conflicts of interest concerning the fact that the OAG acted as PTT's auditor, because the major shareholder was related to the government and the OAG's budget was also provided by the government? This may potentially lead to partiality.

**President & CEO**

explained as follows:

1. The information presented in detail in the documents of the shareholders' meeting: PTT had a policy to pay dividends at the rate of not less than 25 percent. And for the 2014 operating results, PTT declared dividend payment at the rate of 56.9 percent, which was higher than 25 percent.
2. The shareholder's statement that PTT's net profits had declined for the past two to three years was incorrect. 2014 was the first year in which the net profit decreased as a result of the decrease in the global oil price. Normally, PTT's net profits were approximately Baht 100 billion.
3. With respect to cost control, PTT has reduced the total expenses of PTT Group. The operational costs incurred were usually at 80 percent of the requested budget.
4. PTT and its group companies had been certified as members of Thailand's Private Sector Collective Action on Coalition Against Corruption (CAC).
5. The OAG was PTT's auditor in compliance with the Organic Act of State Audit B.E. 2542 (1999) under the constitution of the Kingdom of Thailand.

**Mr. Somchai Reephonkun,**  
a shareholder

commented that the LPG business operation should undergo inspection. Even though the government had fixed the price of LPG, many new LPG service stations had emerged. There were cases where gas filling plant operators engaged in illegal operations or LPG was used or sold inappropriately. Therefore, such businesses should be inspected, and the gas filling plants must be strictly monitored, given that any damage incurred would be suffered by both the government and PTT.

**President & CEO**

explained in answer to the shareholder's statement, that LPG irregularities had occurred in the past because the fixing of the LPG price by the government

had caused exploitation in the use of LPG, i.e., household LPG was wrongly used in the transport sector. The government had addressed this issue by having the police suppress these offenses. However, as the LPG distributor designated by the Ministry of Energy, PTT was not in a position to select to whom the gas would be distributed. With respect to such offenses, the police had taken legal action and PTT had given its full cooperation in providing information. Furthermore, no legal action had been taken against any of PTT's filling plants. Any person committing an offence of exploiting LPG would be subject to legal action.

**Chairman**

stated that the remarks made by the shareholders would be taken into consideration, and that the issues were interesting.

**Mr. Somchai Reephonkun**, a shareholder

asked whether PTT had conducted any inspection, given that the volume of gas distributed by PTT was unusually high and that PTT should have higher profits.

**Chairman**

stated that the remarks made by the shareholders would be taken into consideration.

**Mr. Bansant Kumar Dugar**, a proxy

commented as follows:

1. The oil cash card should be given to those who attend the shareholders' meetings, as it was another channel to advertise PTT's products.
2. With respect to road shows, emphasis should be placed on the earnings as opposed to the expenses.
3. Debentures or long term bonds should be issued and sold as PTT has a good credit rating and was able to offer a low interest rate. As a result, the costs of borrowing would be low.

**Chief Financial Officer**

explained that, in 2012, PTT issued and sold debentures (in USD) of USD 1.1 billion or approximately Baht 34 billion with terms of 10 years and 30 years at a low interest rate. This is because there were a limited number of USD debentures issued by Thai companies. In addition, PTT's credit rating was on the same level as its sovereign rating. As a result, PTT's debentures attracted a lot of attention from foreign institutional investors. A survey on market demands for such debentures showed that the number of debentures for which investors had expressed their interest to subscribe was greater than the number of issued debentures by approximately 10 times (oversubscription).

Currently, PTT's remaining cash flow as at the end of 2014 was between approximately Baht 60 and 80 billion, primarily because the actual capital expenditure amount was less than the expected amount in the investment plan.

However, PTT would take the shareholder's suggestion into consideration.

**Chairman**

concluded that since the Meeting had proceeded with all the agenda items and no shareholder would like to ask any further questions or make any further comments, he would like to close the Meeting and thank the shareholders for

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attending the Meeting. The shareholders were asked to return the ballots for use as evidence, as well hand in the questionnaire to the staff at the exit.

In addition, after the Meeting began at 09.30 a.m., additional shareholders arrived and registered for the Meeting. At the close of the Meeting, there were 6,030 shareholders attending the Meeting, divided into 2,224 shareholders attending the Meeting in person and 3,806 by proxy, representing a total of 2,425,104,863 shares, equivalent to 84.90 percent of the total issued shares. The Chairman thanked the shareholders and declared the Meeting adjourned.

**Closing of the Meeting:** 1256 hrs.

Recorded by Mrs. Wantanee Jaruke

Proofed by Mr. Pailin Chuchottaworn

Signed ..... signed.....  
(Mr. Piyasvasti Amranand)  
Chairman of PTT's Board of Directors

Signed .....signed.....  
(Mr. Pailin Chuchottaworn)  
President & CEO /  
Director and Secretary to the PTT's  
Board of Directors